

## **EXHIBIT A**

**From:** [Papez, Elizabeth P.](#)  
**To:** [Garnett, Stanley](#)  
**Cc:** [gbrower@bhfs.com](#); [Trusty James](#); [George Calhoun](#); [jhamlin@ifrahlaw.com](#); [Stokes, Patrick F.](#)  
**Subject:** RE: EDVA No. 1:20-cv-484  
**Date:** Wednesday, June 3, 2020 9:44:28 AM

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Thanks Stan. We'll proceed as outlined below. Also and consistent with the Court's May 29 order, we will ask that the PI with the agreed language be entered by the time the TRO expires on Friday and, if it is not, that the Court continue the TRO until such time as any open issues required for PI entry are resolved.

**Elizabeth P. Papez**

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**From:** Garnett, Stanley <[SGarnett@bhfs.com](mailto:SGarnett@bhfs.com)>  
**Sent:** Wednesday, June 3, 2020 9:29 AM  
**To:** Papez, Elizabeth P. <[EPapez@gibsondunn.com](mailto:EPapez@gibsondunn.com)>  
**Cc:** [gbrower@bhfs.com](mailto:gbrower@bhfs.com); [Trusty James <jtrusty@ifrahlaw.com>](mailto:Trusty James <jtrusty@ifrahlaw.com>); [George Calhoun <george@ifrahlaw.com>](mailto:George Calhoun <george@ifrahlaw.com>); [jhamlin@ifrahlaw.com](mailto:jhamlin@ifrahlaw.com); [Stokes, Patrick F. <PStokes@gibsondunn.com>](mailto:Stokes, Patrick F. <PStokes@gibsondunn.com>)  
**Subject:** Re: EDVA No. 1:20-cv-484

[External Email]

Yes, that is acceptable Elizabeth.

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On Jun 3, 2020, at 5:52 AM, Papez, Elizabeth P. <[EPapez@gibsondunn.com](mailto:EPapez@gibsondunn.com)> wrote:

Stan – we’ve updated the proposed PI order with the agreed confidentiality language. Please let us know if you have any changes to the Protective Order we discussed last week (reattached), which we plan to submit to the Court today pursuant to our agreement last week that it would be in the interest of all parties to have a PO on file before the case is unsealed, which we expect to happen shortly.

Below is the revised language on Paragraph 2 of the Proposed PI Order, which now expressly provides for security in the form of a court bond, escrow, or some combination of the two.

Absent your permission and positions for a joint filing, we will finalize a status report at 10 am est today that apprises the Court of our agreement on the confidentiality provisions, notes the most current information you have provided us on the status of the IMA bond, and attaches the revised Proposed PI Order and Protective Order as exhibits.

Revised ¶ 2:

Defendants Sterling NCP FF LLC, Manassas NCP FF LLC, NSIPI Administrative Manager LLC, WDC Holdings LLC dba Northstar Commercial Partners, and Brian Watson ~~promptly place in an escrow account maintained according to the terms attached to this order,~~ shall secure funds totaling \$21,250,000.00 USD, representing the sum of ~~certain~~the Amazon real estate development fees to that these Defendants in the amounts of \$4,150,000, \$8,500,000, and \$3,600,000 for the Shaw Rd., Quail Ridge, and Manassas Lease Transactions, respectively, that were expressly designated for prohibited payments to a former Amazon employee and his affiliates, received from Amazon and the \$5,000,000 these Defendants received from Defendants White Peaks Capital LLC and/or NOVA WPC LLC in October 2019 from proceeds on the White Peaks Defendants’ July 30, 2019 sale of a Virginia real estate parcel to Amazon for approximately \$116.4 million USD, by (a) promptly placing in an escrow account maintained according to the terms attached to this order funds totaling \$21,250,000.00 USD, or (b) obtaining and depositing in the Court’s Registry a surety bond from a licensed bonding company for \$21,250,000.00 USD, or (c) a combination of both (a) and (b), such that the total amount of \$21,250,000 USD is secured through the combination of a surety bond and escrow through the entry and execution of final judgment in this action. If an escrow account is used, Defendants and shall not withdraw or cause the withdrawal of funds \$21,250,000.00 USD from the escrow account unless and until this Court issues a subsequent Order permitting such withdrawal;

**From:** Garnett, Stanley <[SGarnett@bhfs.com](mailto:SGarnett@bhfs.com)>  
**Sent:** Tuesday, June 2, 2020 7:03 PM  
**To:** Papez, Elizabeth P. <[EPapez@gibsondunn.com](mailto:EPapez@gibsondunn.com)>; [gbrower@bhfs.com](mailto:gbrower@bhfs.com); Trusty James <[jtrusty@ifrahlaw.com](mailto:jtrusty@ifrahlaw.com)>; George Calhoun <[george@ifrahlaw.com](mailto:george@ifrahlaw.com)>; [jhamlin@ifrahlaw.com](mailto:jhamlin@ifrahlaw.com)  
**Cc:** Stokes, Patrick F. <[PStokes@gibsondunn.com](mailto:PStokes@gibsondunn.com)>  
**Subject:** RE: Time Sensitive - Sealed Order - June 3 Deadline

[External Email]  
Elizabeth,

IMA is still processing the bond. We hope to know more tomorrow. Your proposed language on the other issues is fine with us.

Stanley L. Garnett  
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**From:** Papez, Elizabeth P. [<mailto:EPapez@gibsondunn.com>]  
**Sent:** Tuesday, June 02, 2020 2:27 PM  
**To:** Garnett, Stanley; Brower, Gregory A.; Trusty James; George Calhoun; [jhamlin@ifrahlaw.com](mailto:jhamlin@ifrahlaw.com)  
**Cc:** Stokes, Patrick F.  
**Subject:** RE: Time Sensitive - Sealed Order - June 3 Deadline

Stan, George – following up on our correspondence yesterday and last week, the attached 5/29 Order directs the parties submit to the Court on or before 12:00 noon EDT on June 3, 2020:

- a. agreed language for, or each party's respective position(s) on any unresolved dispute(s) regarding, the judgment security (bond) and confidential information provisions in the PI; and
- b. a proposed agreed Protective Order or each party's position(s) on any unresolved dispute(s) regarding the draft Protective Order that Plaintiffs sent the Watson/WDC Defendants on May 28, 2020.

We consented in good faith to your request for additional time to secure a bond and circulated proposed confidentiality language and Protective Order terms in the hope of reaching agreement. We remain happy to discuss these terms if that would be helpful. Please provide your positions by 9 am tomorrow. If we do not hear from you we'll report to the Court accordingly. Thanks and regards,

Elizabeth P. Papez

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**From:** Papez, Elizabeth P. <[EPapez@gibsondunn.com](mailto:EPapez@gibsondunn.com)>

**Sent:** Monday, June 1, 2020 3:00 PM

**To:** Garnett, Stanley <[SGarnett@bhfs.com](mailto:SGarnett@bhfs.com)>; [gbrower@bhfs.com](mailto:gbrower@bhfs.com); Trusty James <[jtrusty@ifrahlaw.com](mailto:jtrusty@ifrahlaw.com)>; George Calhoun <[george@ifrahlaw.com](mailto:george@ifrahlaw.com)>; [jhamlin@ifrahlaw.com](mailto:jhamlin@ifrahlaw.com)

**Cc:** Stokes, Patrick F. <[PStokes@gibsondunn.com](mailto:PStokes@gibsondunn.com)>

**Subject:** RE: Time Sensitive - Sealed Order - June 3 Deadline

Stan, Greg, Jim, George and Jeff - hope everyone had a good weekend. In preparation for the filing due by noon on Wednesday, please let us know by close of business today where you are on:

- the bond;
- the draft protective order we circulated last week; and
- the extension motion you mentioned on Friday for Defendants' overdue complaint response.

Re your proposed language on the confidentiality provisions of the PI, we agree in principle with the exception you've requested, but given your prior objections to contingent provisions in injunctive orders we suggest making the PI provisions self-contained. Following is some suggested language in red. We are happy to discuss or consider revisions before we file on Wednesday.

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¶ 5. Defendants immediately return any and all Amazon confidential or otherwise non-public proprietary information in their possession except as necessary for use in this case in accordance with the confidential treatment and other obligations prescribed herein and subject to the Court's protective order. Within seven (7) business days of the date on which this preliminary injunction order is entered, Defendants shall provide Plaintiffs with copies and/or a description of the information in Defendants' possession, custody, or control that Defendants consider to be Amazon confidential or otherwise non-public proprietary information necessary for Defendants to retain for purposes of litigating and resolving this case. Defendants shall protect all such

information, as well as any information that Defendants or Plaintiffs subsequently identify as Amazon confidential or otherwise non-public proprietary information, by designating all such information as confidential, filing it with the Court only in redacted form or under seal absent express advance consent from Plaintiffs, using it solely for purposes of litigating and resolving this case, and disclosing it only to persons or entities that are affiliated with this case and have expressly agreed in writing to protect the information from disclosure on the terms set forth in this order. Defendants shall return all information covered by this paragraph to Amazon upon the entry of final judgment in this case following the exhaustion of any appeals.

**[NOTE: This language assumes we agree on a protective order]**

¶16. Defendants are enjoined from disclosing, selling, transferring, publishing, or otherwise using any Amazon confidential or otherwise non-public proprietary information, except where Defendants deem the disclosure, publication, or use of such information necessary to litigate for use in this case and Defendants protect the information from disclosure to any person or entity other than Amazon by filing the information with the Court in redacted or sealed form absent express advance consent from Plaintiffs, using it solely for purposes of litigating and resolving this case, and sharing it only with persons or entities that are affiliated with this case and have expressly agreed in writing to maintain its confidentiality on the terms set forth in this order. Any such use must be in accordance with and subject to the Court's protective order.

**Elizabeth P. Papez**

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**From:** Papez, Elizabeth P. <[EPapez@gibsondunn.com](mailto:EPapez@gibsondunn.com)>

**Sent:** Friday, May 29, 2020 6:45 PM

**To:** Garnett, Stanley <[SGarnett@bhfs.com](mailto:SGarnett@bhfs.com)>; [gbrower@bhfs.com](mailto:gbrower@bhfs.com); Trusty James <[jtrusty@ifrahlaw.com](mailto:jtrusty@ifrahlaw.com)>; [jhamlin@ifrahlaw.com](mailto:jhamlin@ifrahlaw.com); George Calhoun <[george@ifrahlaw.com](mailto:george@ifrahlaw.com)>

**Cc:** Stokes, Patrick F. <[PStokes@gibsondunn.com](mailto:PStokes@gibsondunn.com)>

**Subject:** FW: Time Sensitive - Sealed Order

Attached is a copy of the Order the Judge entered granting the relief requested in the

joint submission this afternoon.

Stan please keep us posted on the bond approval, and please send us by Monday a status on that and any changes or comments you have on the draft Protective Order we circulated on May 27 so we can finalize the draft and attempt to reach agreement on the associated PI provisions. We are happy to correspond by email or schedule a call.

Thanks and regards,

**Elizabeth P. Papez**

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**From:** Amanda Wachtendonck <[Amanda\\_Wachtendonck@vaed.uscourts.gov](mailto:Amanda_Wachtendonck@vaed.uscourts.gov)>  
**Sent:** Friday, May 29, 2020 4:54 PM  
**To:** Papez, Elizabeth P. <[EPapez@gibsondunn.com](mailto:EPapez@gibsondunn.com)>; Andrews, Travis <[TAndrews@gibsondunn.com](mailto:TAndrews@gibsondunn.com)>; Stokes, Patrick F. <[PStokes@gibsondunn.com](mailto:PStokes@gibsondunn.com)>; [jhamlin@ifrahlaw.com](mailto:jhamlin@ifrahlaw.com)  
**Subject:** RE: Time Sensitive - Sealed Order

[External Email]

Good Afternoon Counsel,

Attached is the Order that was just entered by Judge O'Grady.

Thank you and have a nice weekend,

*Amanda Wachtendonck*

**Courtroom Deputy to the  
Honorable District Judge Liam O'Grady  
United States District Court - EDVA**

**&**

**Agile Team Business Analyst, TDY  
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**Elizabeth P. Papez**

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